

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

UBIQUITI INC.,

Plaintiff,

v.

Civil No.: 20-CV-1312

PERASO TECHNOLOGIES INC., BILL McLEAN,
JIM WHITAKER, SHAWN ABBOT, DAVID
ADDERLEY, IMED ZINE and RIAD ZINE,

Defendants.

**DECLARATION OF DAVID M. ADDERLEY
IN SUPPORT OF MOTION TO DISMISS**

David M. Adderley, under penalty of perjury and pursuant to 28 U.S.C. § 1746, declares the following to be true and correct:

1. I make this declaration in support of the joint motion to dismiss Ubiquiti's Amended Complaint (Dkt. 10) made by myself and do so based on only my personal knowledge.

2. I am a member of the Board of Directors for defendant Peraso Technologies, Inc. ("Peraso") and have held that position since November 1, 2018. I am also the president of Celtic-GCI SPV I GP Inc., the president of Celtic House General Partner (Fund III) (U.S.) Inc., the President of Celtic House SPV II GP Inc, and a partner in Celtic House General Partner (Fund III) Inc.

3. I have reviewed the Amended Complaint (Dkt. 10) filed against Peraso, myself, and the other individual defendants.

4. I am a resident of Ottawa, Ontario. I am not, and have never been, a resident of New York State.

5. I have not agreed to be subject to the jurisdiction of this Court in the License and Development Agreement at issue in this case (Dkt. 10, ¶ 19) or in any other agreement between Peraso and Ubiquiti.

6. I was not personally involved in negotiating any agreements with Ubiquiti and have not communicated directly with any of their employees or representatives at any time.

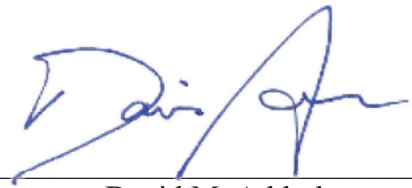
7. I have not traveled to New York in connection with the negotiation of any agreements with Ubiquiti. In fact, I have not traveled to New York since 2010, and that was for reasons unrelated to Peraso and Ubiquiti.

8. Ubiquiti has alleged that co-defendant William McLean “advised Ubiquiti that . . . the Default Notice did not require a response because the Third Tranche Development Milestones had not been achieved prior to October 31, 2019.” Dkt. 10, ¶ 44. I was not involved in any such conversations, and I am not aware of any alleged communication by Mr. McLean making these statements.

9. None of my communications or discussions with co-defendants William McLean, Riadh Zine, Imed Zine, Jim Whitaker, or Shawn Abbott relating to the termination of the agreements with Ubiquiti (Dkt. 10, ¶ 45) occurred in New York.

10. None of my communications or discussions with William McLean, Riadh Zine, Imed Zine, Jim Whitaker, or Shawn Abbott relating to the third-party purchaser (Dkt. 10, ¶ 45) occurred in New York.

Date: May 1, 2020



David M. Adderley